

**LAW OFFICES OF  
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February 13, 2009

Honorable Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
Washington, DC 20423

RECORDATION NO. **27815-B** **FILED**

**FEB 13 '09 -2 25 PM**

Dear Acting Secretary Quinlan:

**SURFACE TRANSPORTATION BOARD**

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment of Lease, a secondary document, dated as of February 13, 2009. The primary document to which this is connected is recorded under a new Recordation No. We request that this document be recorded under suffix "B" for the new Recordation No.

The names and addresses of the parties to the Memorandum of Assignment of Lease are:

Assignor:

Banc of America Leasing & Capital, LLC  
2059 Northlake Parkway, 4 South  
Tucker, GA 30084

Assignee:

Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue  
Suite 700  
Minneapolis, MN 55402

A description of the equipment covered by the Memorandum of Assignment of Lease consists of 125 freight cars numbered TILX 421157-421281, inclusive.

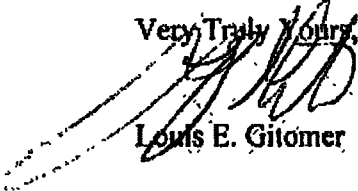
Honorable Anne K. Quinlan  
February 13, 2009  
Page 2

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

A short summary of the document to appear in the index follows:  
Memorandum of Assignment of Lease between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and Wells Fargo Equipment Finance, Inc., 733 Marquette Avenue, Suite 700, Minneapolis, MN 55402, covering 125 freight cars numbered TILX 421157-421281, inclusive.

Very Truly Yours,

  
Louis E. Gitomer

Enclosure

RECORDATION NO. 27815-B FILED

FEB 13 '09 -2 2 5 PM

SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of February 13, 2009

between

WELLS FARGO EQUIPMENT FINANCE, INC.  
as Assignee

and

BANC OF AMERICA LEASING & CAPITAL, LLC  
as Assignor

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO  
49 U.S.C. §11301 on February \_\_\_\_, 2009 at \_\_\_\_:\_\_\_\_.m.

## MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of February 1, 2009, by and between WELLS FARGO EQUIPMENT FINANCE, INC. (the "Assignee") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Assignor"), with reference to the following:

Assignor, as Lessor, and Trinity Industries Leasing Company, as Lessee, have heretofore executed that certain Rail Equipment Net Leasing Agreement dated as of February 6, 2009, and, pursuant thereto, that certain Schedule No. 90005 dated February 1, 2009 (collectively, the "Lease"), pertaining to the railcars described therein and further described on Exhibit No. 1 attached hereto (the "Railcars").

Assignor, as assignor, and Assignee, as assignee, have executed that certain Assignment and Specification of Assigned Lease Schedule dated as of the date hereof to that certain Master Assignment Agreement dated as of June 7, 2005 by and between Assignor and Assignee, pursuant to which Assignor has assigned to Assignee all of its rights and obligations under the Lease with respect to the Railcars.


The parties hereto wish to show for public record this Memorandum of Assignment of Lease to provide notice of such assignment.

This Memorandum of Assignment of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Assignment of Lease.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease to be executed as of the date first above written.

WELLS FARGO EQUIPMENT FINANCE, INC.

By:   
Name: Michael A. Underwood  
Title: Assistant Vice President

BANC OF AMERICA LEASING & CAPITAL, LLC

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease to be executed as of the date first above written.

WELLS FARGO EQUIPMENT FINANCE, INC.

By: \_\_\_\_\_

Name:

Title:

BANC OF AMERICA LEASING & CAPITAL, LLC

By: \_\_\_\_\_

Name:

Title:

STATE OF Minnesota )  
COUNTY OF Hennepin ) ss.

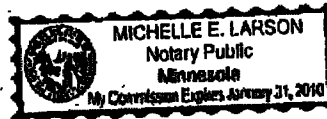
I HEREBY CERTIFY, that on this 11th day of February, 2009, before me, the undersigned, a Notary Public of the State of Minnesota, personally appeared Michael A. Underwood, who acknowledged himself to be the Assistant Vice President of WELLS FARGO EQUIPMENT FINANCE, INC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Assistant Vice President of said company by signing the name of the company by himself as the Assistant Vice President.

AS WITNESS my hand and notarial seal.

Michelle E. Larson  
Notary Public

My commission expires: 1/31/2010

STATE OF MINNESOTA )  
COUNTY OF HENNEPIN ) ss.



I HEREBY CERTIFY, that on this \_\_\_\_ day of February, 2009, before me, the undersigned, a Notary Public of the State of \_\_\_\_\_, personally appeared \_\_\_\_\_, who acknowledged himself to be the \_\_\_\_\_ of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized \_\_\_\_\_ of said company by signing the name of the company by himself as the \_\_\_\_\_.

AS WITNESS my hand and notarial seal.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

I HEREBY CERTIFY, that on this \_\_\_\_ day of February, 2009, before me, the undersigned, a Notary Public of the State of \_\_\_\_\_, personally appeared \_\_\_\_\_, who acknowledged himself to be the \_\_\_\_\_ of WELLS FARGO EQUIPMENT FINANCE, INC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized \_\_\_\_\_ of said company by signing the name of the company by himself as the \_\_\_\_\_.

AS WITNESS my hand and notarial seal.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_.

STATE OF MASSACHUSETTS )  
 ) ss.  
COUNTY OF SUFFOLK )

I HEREBY CERTIFY, that on this 11<sup>th</sup> day of February, 2009, before me, the undersigned, a Notary Public of the State of MASSACHUSETTS, personally appeared ~~ANDREW J. ANDERSON~~ who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.

(Signature)  
Notary Public

My commission expires: 01/18/11.



EXHIBIT NO. 1  
TO MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

<u>Asset Mark</u>	<u>Car Type</u>	<u>Description of Assets</u>
TILX421157	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421158	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421159	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421160	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421161	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421162	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421163	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421164	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421165	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421166	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421167	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421168	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421169	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421170	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421171	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421172	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421173	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421174	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421175	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421176	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421177	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421178	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421179	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421180	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421181	Freight	4,207 cf Rapid Dischg OTH Coal Cars
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TILX421187	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421188	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421189	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421190	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421191	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421192	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421193	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421194	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421195	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421196	Freight	4,207 cf Rapid Dischg OTH Coal Cars

[illegible]

TILX421247	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421248	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421249	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421250	Freight	4,207 cf Rapid Dischg OTH Coal Cars
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TILX421272	Freight	4,207 cf Rapid Dischg OTH Coal Cars
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